

BYLAWS

of

UTAH PUBLIC HEALTH ASSOCIATION

With Amendments through May 1, 2003

and

RESTATED ARTICLES OF INCORPORATION

of

UTAH PUBLIC HEALTH ASSOCIATION

Adopted

May 18, 1967

BYLAWS

of

UTAH PUBLIC HEALTH ASSOCIATION

ARTICLE 1

Section 1. **Membership:**

There shall be six classes of members.

- a. Active Members: Any person who is interested in the cause of public health in Utah, both professional and non-professional, who desires affiliation with the Association, shall be eligible to apply as an active member, and such membership shall include all privileges of the Association. A member in good standing of another public health association affiliated with the American Public Health Association may transfer membership to the Utah Public Health Association and be a member until the following January.
- b. Student Members: Any person who is actively classified by an educational institution as at least a half-time student, shall be eligible to apply as a student member and such membership shall include all privileges of the Association.
- c. Sustaining Members: Any board of health or health organization, corporation, organization, or individual interested in health benefits or public health in UTAH who desires affiliation with the Association, or any organization interested in financially supporting the activities of the Utah Public Health Association, may apply for membership in the Association as a sustaining member with the privileges of sending delegates, one of whom shall have a vote at the annual election. If the sustaining delegate is also an active member, the individual shall not be permitted two votes.
- d. Life Members: Any person who is interested in the cause of public health may apply for life membership. A life member shall have all the privileges of an active member.
- e. Retired Members: Any retired person who is interested in the cause of public health may apply as a retired member of the Association. A retired member shall have all privileges of the Association.
- f. Honorary Life Members: Honorary life membership may be conferred on any person,

whether or not a resident of Utah, who has rendered such service to the cause of health as to entitle the person to special recognition, with all rights and privileges of active membership. Honorary Life Membership shall be conferred upon recipients of the Beatty Award.

Section 2. **Application:**

- a. Any person, corporation or organization seeking membership in the Association as a new member shall fill out an application form and present it to the designated member of the Executive Committee. Upon presentation of the application with payment of dues, the applicant shall be duly accepted into membership.

Section 3. **Nomination and Approval - Honorary Life Membership:**

Any member of the Association may present the name of a person who is deemed worthy of nomination for honorary life membership to the Awards Committee. From the names presented, or on its own motion, the Awards Committee will make considered recommendations to the Board for consideration at least three months prior to the annual meeting. A majority vote of the Board shall be needed to confer honorary life membership, other than those conferred with receipt of the Beatty Award.

Section 4. **Dues and Fees:**

- a. All membership dues shall be set by the Board of Directors as policy of the organization.
- b. The dues year shall be from January 1 to December 31. Dues are payable annually, and shall be due as of January 1 and delinquent after February 15. Penalties for delinquency of dues shall be set by the Board of Directors.
- c. All fees to be charged for special activities of the Association shall be set by the Board unless such authority is specifically delegated by the Board to an Association committee.

ARTICLE 2

OFFICERS

Section 1. **Composition:**

- a. The Officers of the Association shall be a President, President-Elect, Vice-President, Immediate Past President, Secretary, Treasurer and Affiliate Representative to APHA.

Section 2. **Selection of Officers:**

- a. The President shall serve a term of one year, and shall be the President-Elect during the year prior to assuming the office of President. The President shall continue to serve on the Executive Committee for one additional year as the immediate Past President.
- b. The President-Elect shall be the Vice-President for one year prior to assuming the President-Elect role beginning after the election of 2003 and shall serve in such capacity for one year.
- c. The Vice-President shall be elected by secret ballot or other voting method approved by the Board by the voting membership and election results shall be announced at the annual conference, the Vice-President shall serve in such capacity for one year. The Vice-President shall become the President-Elect after one year beginning with the election of 2003.
- d. The Treasurer shall be elected by secret ballot or other voting method approved by the Board by the voting membership and election results shall be announced at the annual conference every other year. This officer shall be elected for a two year term.
- e. Officers shall begin their duties at the close of the annual meeting, at which time the terms of the current officers expire. Ballots shall be retained until the first Board meeting after the elections.
- f. The Affiliate Representative shall be elected for a three year term with a limit of two successive terms.
- g. The Secretary shall be appointed by the President with approval of the Board.

Section 3. **Vacancies:**

- a. A vacancy in the office of President or President-Elect shall be filled by the Vice-President .
- b. If a vacancy occurs in any other office, except for the Immediate Past President, before the expiration of a term, the Board shall have the power to fill the vacancy for the remainder of the term. These vacancies should be filled from current Board members when possible. If the office of Immediate Past President shall become vacant, the position shall remain vacant.

Section 4. **Duties:**

a. **President:**

The President shall preside at all meetings of the Association, meetings of the Board, and meetings of the Executive Committee. The President shall be the registered agent of the Association and shall be responsible for filing all necessary state and federal reports each year. The President shall be an ex-officio member of all committees except the Nominating Committee, and shall have the authority to act as the official representative of the Association between meetings of the Board and the Executive Committee. The President may, with the approval of the Board, appoint non-voting ex-officio members to the Board, such as historian, Chairpersons and members of committees, and members who are to represent the Association to various external organizations, councils, committees, etc. The President shall have such other duties as are determined by the Board.

b. **President-Elect:**

The President-Elect shall assist the President carry out assigned responsibilities, and shall preside at any meeting of the Association, Board, or Executive Committee at which the President nor the Vice President is unable to attend. The President-Elect shall be designated to represent the Association at any meeting to which the President would be authorized or required to attend, but for any reason, the President or the Vice President is unable to attend. The President-Elect shall chair the Membership Committee, be the Board liaison to the Finance Committee and shall perform other duties assigned by the Board.

c. **Vice-President:**

The Vice-President shall assist the President and carry out assigned responsibilities and shall preside at any meeting of the Association, Board, or Executive Committee at which the President is unable to attend, be designated to represent the Association at any meeting to which the President would be authorized or required to attend but for any reason, the President is unable to attend. The Vice-President shall co-chair the Program Committee and have such other duties as are determined by the Board.

d. **Immediate Past President:**

The Immediate Past President shall serve as an officer of the Association and as a member of the Executive Committee. The Immediate Past President shall chair the Resolutions Committee and shall present its recommendations to the Board and to the general membership at the annual meeting. The Immediate Past President shall also

serve as a member of the Editorial Committee, serve as the Board liaison to the Past President's Committee (if activated) and have such other duties as are determined by the Board.

e. **Secretary:**

The Secretary shall act as secretary of the Association, of the Board, and the Executive Committee, shall keep a list of the members of the Association with the dates of their membership, shall keep a list of committee chairpersons and members of committees and dates of appointment, and shall keep a file of committee meeting minutes provided by committee chairperson. The Secretary shall be responsible for maintaining and safe-guarding all files, records, equipment and memorabilia of the Association. The Secretary shall prepare such a part of the correspondence of the Association as is usually prepared by the Secretary of similar organizations.

f. **Treasurer:**

The Treasurer shall be a member of the Finance Committee, shall collect dues, shall have charge of the funds of the Association; all funds shall be collected and distributed by the Treasurer, but all orders on said funds shall be counter-signed by any two of the following persons: President, President-Elect, Vice-President or Treasurer. The Treasurer will furnish a financial statement of the Association at each annual meeting and at such times as called on by the Board, Executive Committee or Finance Committee. All books, vouchers, and necessary documents shall be made available to the Auditing Committee not less than one month prior to the annual meeting.

g. **Affiliate Representative to APHA:**

The Affiliate Representative shall serve as an officer of the Association and as a member of the Executive Committee and the Board. The duties and responsibilities shall be: to represent the Association on the APHA Governing Council and the Committee on Affiliates (COA), to assist the President and the Association in the development of APHA/UPHA relationships and to fulfill APHA obligations, to ensure timely exchange of information and action by the Board on APHA policy, resolutions and affiliate action, assists in Federal and State legislative advocacy, participates in the nominating process of APHA leadership and awards and other duties as determined by the Board.

ARTICLE 3

THE BOARD OF DIRECTORS

Section 1 . **Composition:**

- a. There shall be a Board which shall consist of sixteen members including the officers and nine other members.

Section 2. **Election of Board Members:**

- a. Three members of the Board (other than officers) shall be elected by secret ballot by the voting membership at each annual meeting for a term of three years. Ballots shall be retained until the first Board Meeting after the election.

Section 3. **Vacancies:**

- a. If a vacancy occurs before the expiration of a term, the Board shall have the power to fill the vacancy from the Association's general membership for the remainder of the term.

Section 4. **Board Appointments:**

- a. The Board shall appoint three members from the general membership to represent the Association on the Women's Legislative Council. These members shall serve on and report to the Association through the Legislative Committee.

Section 5. **Duties:**

- a. The Board will serve as the policy-making body of the Association. Functions and activities shall be consistent with the Constitution and Bylaws of the American Public Health Association. The Board shall be responsible for maintaining communication with and fulfilling the obligation of the Association to the American Public Health Association. The officers of the Association shall be members of the Board and shall serve as its officers. The Board shall have full power of the Association, including that of filling vacancies of the Board in matters demanding action between meetings of the Association, and shall submit for approval by the Association at the next meeting a report of all action taken.
- b. The Board shall meet prior to and following the annual meeting and at least every three months between annual meetings.

- c. Other meetings of the Board may be called by the President or by request of five members of the Board.
- d. The Board shall be responsible for the hiring of any employees for the Association and the development of policies and procedures for the operation of business office(s) for the Association at such time as they determine such business office(s) can be supported and justified. This Board shall be responsible for establishing the lines of authority necessary for sound administrative practices in the relationship of staff members to the Board and the elective officers of the Association except that the President shall be designated as the person who shall officially represent the Board in its dealings with the staff of such office(s).

ARTICLE 4

THE EXECUTIVE COMMITTEE

Section 1. **Composition:**

The President, President-Elect, Immediate Past-President, Vice-President, Secretary, and Treasurer, and the Affiliate Representative, together with one other member from the Board, elected by the Board annually, shall constitute the Executive Committee.

Section 2. **Vacancies:**

If a vacancy occurs before the expiration of a term, the Board shall have the power to fill the vacancy for the remainder of the term.

Section 3. **Duties:**

The Executive Committee shall meet upon call of the President or upon written request of three members of the Executive Committee. The Executive Committee shall function to the extent of the direction and authority given them by the Board. The Executive Committee has the support of the Board to act on its behalf in the event of an emergency.

ARTICLE 5

MEETINGS

- Section 1. There shall be at least one meeting of the membership annually.
- Section 2. There shall be a business session at the annual meeting at which time reports shall be received and other business of the Association conducted.
- Section 3. Association business requiring action at the annual meeting shall be approved by the Board at a Board meeting prior to the annual meeting. Any resolutions not approved by the Board may be brought before the annual meeting only after receiving a 2/3 vote by the membership present and voting to consider the matter.
- Section 4. A special meeting of the membership may be called by the Board of Directors. A special meeting of the Association shall be called by any member of the Executive Committee upon written request of twenty-five members of the Association.

ARTICLE 6

COMMITTEES

- Section 1. **General responsibilities of Committees:**

Each committee shall submit its recommendations to the Board for approval and shall report on its activities to the membership at each annual meeting. All committees shall communicate, coordinate activities, and cooperate with each other and with the Board in carrying out the purpose of the Association.

- Section 2. **Chairperson and membership:**

Unless otherwise specified in the Bylaws, members and Chairpersons of committees of the Association shall be appointed by the President with the approval of the Board, and shall serve a term of one year that is concurrent with that of the President. Vice chairs of each appropriate committee shall be appointed by the President-Elect with approval of the Board and shall become committee chairs as the President-Elect becomes President subject again to approval of the Board. This is meant to strengthen the continuous efforts and functions of the committees.

Section 3. **Standing Committees:**

The standing committees of the Association shall be as follows:

- a.. Auditing Committee: The Auditing Committee shall be responsible for the annual audit of the finances of the Association and for general accounting.
- b. Awards Committee: The Awards Committee shall meet at least three months before the annual meeting and make considered recommendations to the Board of names of persons deemed worthy of special recognition, awards, or election to honorary membership of the Association. The committee shall be responsible for the preparation of awards to be presented.
- c. Community Outreach, Education, and Media Relations Committee: The Community Outreach, Education and Media Relations Committee shall be responsible for actively promoting and improving public relations of the Association and public health in Utah, prepare all needed press releases, provide assistance in promoting activities conducted by other committees, assist with publicity to promote the annual meeting, work with educational systems to encourage student and faculty interest in public health and public health professions, and develop in the community an awareness of and support for public health issues and their impact on individuals and the community including Association efforts directed at participation in Public Health Week. The Chairperson or a representative shall serve as a member of the Program Committee and be available to serve on other Association committees as requested.
- d. Editorial Committee: The Editorial Committee shall be responsible for developing a general editorial policy which is to reflect high standards of performance and shall be consistent with the goals of the Association and shall be responsible for the publications of the Association newsletter and any other professional publications which may be deemed to promote the goals of the Association. The Committee shall include as members the Immediate Past President of the Association and the newsletter editor. All publications shall list the President of the Association as the publisher.
- e. Finance Committee: The Finance Committee shall study, review, and make recommendations to the Board on all financial matters of the Association. Following consultation with the Board and committees of the Association, the Finance Committee shall prepare a proposed budget which shall include recommended travel reimbursement policies and rates and shall be presented to the Board for approval at the beginning of each fiscal year. The Treasurer shall be a member of the Finance Committee.
- f. Legislative Committee: The Legislative Committee shall review existing and proposed

federal, state and local health laws and ordinances, propose needed health legislation and make recommendations to the Board for action. Association members appointed by the Board to the Women's Legislative Council, shall be members of this committee.

- g. Membership Committee: The Membership Committee shall actively solicit members to the Association. This committee shall maintain a current membership list, membership forms, and cards. Members shall be billed yearly for dues by this committee. The Committee Chair shall appoint, with the approval of the Association Board, one member of the Committee to serve as Membership Secretary.
- h. Nominating Committee: The Nominating Committee shall consist of three members. Initially, one member of the committee shall be elected by secret ballot by the voting membership at each annual meeting for a term of three years, except at the first election one member shall be elected for a term of two years and one member shall be elected for a term of one year. The committee shall nominate candidates for all offices, Board membership, and membership on the Nominating Committee. The Chairperson shall be the senior member of the committee in terms of service.
- i. Policies Procedures and Bylaws Committee: The Policies, Procedures, and Bylaws Committee shall facilitate the development of and maintain for the Association a manual of policies and procedures approved by the Board. The Policies, Procedures, and Bylaws Committee shall annually review the Bylaws of the Association and any proposed amendments. Recommendations for amendment shall be made to the Board for approval and presentation to the membership in accordance with the provisions of the Bylaws of the Association. The Chairperson, or a representative of the Bylaws Committee, shall preside as parliamentarian at the annual meeting of the Association and at Executive Committee and Board Meetings.
- j. Professional Development Committee: The Professional Development Committee shall be responsible for actively promoting and improving developmental opportunities for health professionals, students, educators and others interested in public health in Utah. The Chairperson or a representative shall serve as a member of the Program committee and be available to serve on other Association committees as requested.
- k. Program Committee: The Program Committee shall be responsible for planning an effective year-round program for the Association. The appointment of the Chairperson(s) of the Program Committee will be for one year and will coincide with the term of the President. The Vice-President shall serve as co-chair of the Program Committee. The Chairperson(s) of the Program Committee for the previous year shall be a member of the committee the following year. The annual meeting shall be the major responsibility of the committee.

- l. Resolutions Committee: The Resolutions Committee shall consist of the Past-President, who shall serve as Chairperson, the Chairperson of the Bylaws Committee and such others as the President might designate. It shall be the duty of the committee to review and formulate resolutions. At a Board meeting prior to the annual meeting, this committee shall present their recommendations to the Board and to the general membership at the annual meeting.
 - a. Strategic Planning Committee: The Strategic Planning Committee shall be responsible to make recommendations to the Board concerning long term and short term goals that the Association should set in order to adequately protect and promote public health. The Chairperson or a representative shall serve as a member of the Program Committee. The Strategic Planning Committee shall assist other committees in the development of goals as well as measures to assess achievement of those goals.
- Section 4. **Special Committees**

The Board may establish special and/or ad hoc committees. Membership on such committees shall be by designation of the President.

ARTICLE 7

QUORUM & PROXIES

The voting members present at any annual meeting shall form a quorum.

There shall be no proxy votes of any kind either at the annual meeting, meetings of the Board, or Executive Committee meetings.

Majority of the regularly elected and appointed members of the Board or Executive Committee shall form a quorum at any Board or Executive Committee meeting.

ARTICLE 8

PARLIAMENTARY PROCEDURE

Sessions of the Association and all other business shall be conducted in accordance with the Articles and Bylaws. Sessions and business not covered by the Articles or Bylaws shall be conducted in accordance with Robert's Rules of Order, Revised.

ARTICLE 9

DEFINITIONS

- Section 1. The fiscal year shall begin January 1 and end on December 31 of the same year.
- Section 2. The Association year shall begin with the close of the Annual Business Meeting and shall terminate with the close of business at the next annual Business Meeting.

ARTICLE 10

AMENDMENTS

These Bylaws may be amended by 2/3 vote of voting members present at any annual meeting provided the notice of proposed amendment has been given in writing to the Secretary and reviewed by the Board at a regular meeting of the Board prior to the annual meeting, and made available to voting members at the beginning of the first day of the annual meeting.

ARTICLES OF INCORPORATION
OF
UTAH PUBLIC HEALTH ASSOCIATION

ARTICLE I

NAME

Said Association shall be known as Utah Public Health Association.

ARTICLE 2

DURATION

Said Utah Public Health Association shall be perpetual.

ARTICLE 3

PURPOSE

The purpose of said Utah Public Health Association shall be to bring into closer association interested persons and organizations for the purpose of aiding in the promotion and protection of the health of the people, to extend and develop health services for the people of the State of Utah, and to provide for scientific advancement. Said Utah Public Health Association is hereby declared to be a non-profit association.

ARTICLE 4

MEMBERSHIP

There shall be members. There shall be no limit to the number of members. No shares shall be issued evidencing membership.

ARTICLE 5

DISSOLUTION

In the event of dissolution of the Association, distribution of all assets shall be determined by the Board of Utah Public Health Association.

ARTICLE 6

POWERS

The Association shall have all the powers provided by statute, including the power to contract with the Government of the United States, the State of Utah, or any agency or subdivision of either and may accept grants, donations and gifts from any foundation, trust, organization or source whatsoever with such restrictions and conditions as shall be approved by the Board.

ARTICLE 7

AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds vote of the voting members present at any annual meeting provided the notice of the proposed amendment has been given in writing to the Secretary and transmitted by the Secretary to the voting members not less than ten (10) days prior to the meeting.

POLICY STATEMENTS

POLICY STATEMENT NUMBER 1

The purpose of this policy is to define the travel reimbursement procedure for the Utah Public Health Association. This policy does not include travel in conjunction with the UPHA Annual Meeting.

It is the policy of the Association to reimburse for expenses incurred when traveling on behalf of the Association under the following circumstances: elected office, appointed position and at the request or approval of the President or the Board of Directors.

All requests for travel reimbursement should be submitted within 30 days of the completion of each travel event. Requests should be sent to the Association Treasurer using the "UPHA Expenditure Requisition" form with all applicable receipts attached. The rates of reimbursement will be the current mileage and per diem rates used by the State of Utah.

The following instances will be approved for reimbursement:

In-State Travel:

1. UPHA members will be reimbursed for mileage to and from Board meetings and other required committee meetings if the members' employer is unable to do so.
2. When traveling in the following capacities: elected office, appointed position, and at the request or approval of the President or the Board of Directors.

Out-of-State Travel:

1. Out-of-state travel must be approved by the President or the Board in advance of the travel.
2. Out-of-state travel for the President shall require the advance approval of another member of the Executive Committee.
3. Reimbursement will be provided for the President-Elect to attend APHA's President-Elect meeting. Half of the cost of this meeting is covered by APHA.
4. Reimbursement will be provided for the President and the Affiliate Representative to attend the APHA annual meeting.
5. Reimbursement for other out-of-state travel will be done upon the approval of the President and the Board of Directors and only if funds are available to cover the costs.

Reimbursement of travel expenses for speakers at the annual meeting should be requested by the Program Committee during the budget process.

DATE APPROVED BY UPHA BOARD OF DIRECTORS: APRIL 29, 1998

POLICY STATEMENT NUMBER 2

The Utah Public Health Association encourages healthy lifestyle choices. Therefore, the policy of the Association is that no alcoholic beverages shall be purchased with Association funds. However, Association funds may be used to reserve cash bar facilities. Any such arrangements must be provided in accordance with Utah law and facility rules.

DATE APPROVED BY UPHA BOARD OF DIRECTORS: FEBRUARY 28, 1995

POLICY STATEMENT NUMBER 3

The Utah Public Health Association recognizes that smoking is the leading cause of death and disability from heart disease, cancer, and stroke, and that non-smokers are at increased risk of smoking-related illnesses when exposed to environmental tobacco smoke.

It is the policy of the Utah Public Health Association to follow the requirements of the Utah Clean Indoor Air Act. We will conform to a smoke-free environment by not allowing smoking in any UPHA sponsored event. Such events include, but are not limited to: conferences, meetings, social events, luncheons, and dinners.

DATE APPROVED BY THE UPHA BOARD OF DIRECTORS: FEBRUARY 28, 1995

POLICY STATEMENT NUMBER 4

The purpose of this policy is to define when membership lists of the Utah Public Health Association can be shared with other agencies or associations.

It is the policy of the Association that membership lists will be made available upon approval of the membership Chairperson to other agencies or associations only for the purpose of informing members of educational workshops or conferences or mailing public health related information. Lists will not be provided to any organization or group for the purpose of soliciting funds, mailing political information, and/or similar business activities, etc. Membership lists may not be sold for profit. A reasonable administrative fee may be charged as determined by the Executive Committee.

Association members may choose to have their names eliminated from any UPHA list provided to other agencies or associations. Such choice will be available by indicating this on the UPHA membership application or membership renewal form.

DATE APPROVED BY THE UPHA BOARD OF DIRECTORS: APRIL 25, 1995